

RECEIVED
SURFACE TRANSPORTATION
BOARD

SONNENSCHN NATH & ROSENTHAL

CHICAGO
LOS ANGELES
NEW YORK
SAN FRANCISCO
ST. LOUIS

1301 K STREET, N.W.
SUITE 600, EAST TOWER
WASHINGTON, D.C. 20005

December 11, 1998

(202) 408-6400
FACSIMILE
(202) 408-6399

DIRECT LINE
(202) 408-6351

By Hand

Hon. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W., Room 714
Washington, D.C. 20423-0001

RECORDATION NO. 21792-A FILED

DEC 11 '98

11-50AM

RECORDATION NO. 21792-B FILED

DEC 11 '98

11-50AM

Dear Secretary Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11301(a) are two (2) original copies of the following two documents, which should be recorded as *secondary* documents under STB Recordation No. 21792 (we believe that the next two numbers are 21792-A and 21792-B):

- (1) Memorandum of Lease of Railroad Equipment (Fina Trust 98), dated December 10, 1998, which we believe should be recorded as No. 21792-A, and
- (2) Memorandum of Trust Indenture and Security Agreement (Fina Trust 98), dated December 10, 1998, which we believe should be recorded as No. 21792-B.

The names of the parties to the enclosed (and certain related) documents are:

Lessor: First Security Bank, National Association, not in its individual capacity but solely as Owner Trustee under that certain Amended and Restated Trust Agreement (FINA Trust 98) dated as of December 10, 1998, between General Electric Railcar Services Corporation and First Security

Owner Participant: General Electric Railcar Services Corporation, Owner Participant under that certain Amended and Restated Trust Agreement (FINA Trust 98) dated as of December 10, 1998
33 West Monroe Street
Chicago, Illinois 60603

Lessee: Fina Oil and Chemical Company
6000 Legacy Drive
Plano, Texas 75024

Indenture Trustee: First National Bank of Maryland, as Indenture Trustee under that certain Trust Indenture and Security Agreement (Fina Trust 98), dated as of December 10, 1998

Hon. Vernon A. Williams
December 11, 1998
Page 2

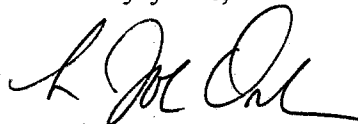
A description of the railroad equipment covered by the enclosed documents is as follows:

<u>Number</u>	<u>Type</u>	<u>Identifying Marks</u>
850	Plastic Pellet Hopper Plastic Railcars	FINX 10001 through FINX 10850, inclusive
350	Plastic Pellet Hopper Plastic Railcars	FINX 50001 through FINX 50350, inclusive

Included in the property covered by the aforesaid Trust Indenture and Security Agreement (Fina Trust 98) are not only the particular railroad equipment described above, but also ALL REPLACEMENTS THEREOF AND SUBSTITUTIONS THEREFOR IN WHICH THE OWNER TRUSTEE SHALL FROM TIME TO TIME ACQUIRE AN INTEREST as provided in the Indenture and in the Lease.

Also enclosed is a check in the amount of \$52.00, payable to the order of the Surface Transportation Board, which covers the required recordation fees. Kindly return one stamped copy of the enclosed document to the undersigned.

Sincerely yours,



L. John Osborn

Enclosures

DEC 11 '98

11-50AM

FINA TRUST 98

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (FINA TRUST 98) dated December 10, 1998, between First Security Bank, National Association, not in its individual capacity, but solely as trustee under the Amended and Restated Trust Agreement (FINA Trust 98) dated as of December 10, 1998, with General Electric Railcar Services Corporation (in such capacity, the "*Lessor*"), and Fina Oil and Chemical Company, a corporation organized under the laws of the State of Delaware (the "*Lessee*"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

WHEREAS, the Lessor and the Lessee are entering into that certain Lease of Railroad Equipment (FINA Trust 98) dated as of December 10, 1998 and Lease Supplement No. 1 thereto (the terms of each of which are incorporated herein by reference), covering the railroad equipment listed in Schedule A hereto and in the Lease Supplement, bearing the equipment numbers of the Lessee shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor; and


WHEREAS, Lessor and Lessee previously entered into that certain Net Lease, dated as of November 16, 1998, which related to certain of the equipment listed in Schedule A hereto, and which Net Lease has been terminated as of the date hereof; and

WHEREAS, this memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

FINA TRUST 98

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION, not in its individual capacity,
but solely as trustee, as aforesaid

By: 
Name: Nancy M. Dahl
Title: Vice President

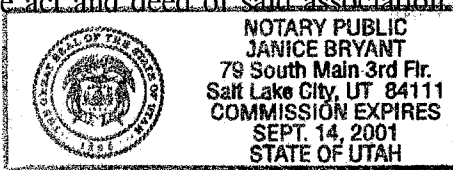
FINA OIL AND CHEMICAL COMPANY

By: _____
Name: _____
Title: _____

FINA TRUST 98

STATE OF Utah)
) SS.:
 COUNTY OF Salt Lake)

On this 10th day of DECEMBER, 1998, before me personally appeared Nancy M. Dahl
 to me personally known, who, by me being duly sworn, says that he/she is
VICE PRESIDENT of First Security Bank, National Association, and that the foregoing instrument
 was signed on behalf of said national banking association by authority of its board of
 directors, and he/she acknowledged that the execution of the foregoing instrument was the
 free act and deed of said association.



[Signature]
 Notary Public

My commission expires

STATE OF _____)
) SS.:
 COUNTY OF _____)

On this _____ day of _____, 1998, before me personally appeared,
 to me personally known, who, by me being duly sworn, says that he/she is
 _____ of FINA OIL AND CHEMICAL COMPANY, that the foregoing
 instrument was signed on behalf of said corporation by authority of its board of directors,
 and he acknowledged that the execution of the foregoing instrument was the free act and
 deed of said corporation.

 Notary Public



My commission expires

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION, not in its individual capacity,
but solely as trustee, as aforesaid

By: _____
Name: _____
Title: _____

FINA OIL AND CHEMICAL COMPANY

By:  _____
Name: Geoffrey Petit 
Title: Vice President

FINA TRUST 98

STATE OF _____)
)
 COUNTY OF _____) SS.:

On this _____ day of _____, 1998, before me personally appeared, to me personally known, who, by me being duly sworn, says that he/she is _____ of _____, and that the foregoing instrument was signed on behalf of said national banking association by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

 Notary Public

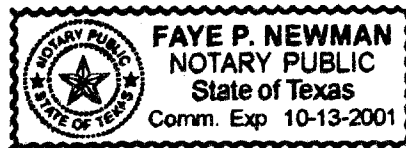
My commission expires

STATE OF Texas)
)
 COUNTY OF Collin) SS.:

On this 10th day of December, 1998, before me personally appeared, to me personally known, who, by me being duly sworn, says that he/she is Vice President of FINA OIL AND CHEMICAL COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Faye P Newman
 Notary Public

My commission expires



FINA TRUST 98

**Schedule A to
Memorandum of Lease**

(FINA TRUST 98)

<u>Description</u>	<u>Fina Equipment Numbers</u>	<u>Manufacturer Serial Numbers</u>
Eight hundred fifty (850) Trinity Industries, Inc. Plastic Pellet Hopper Railcars	FINX 10001 through FINX 10850, inclusive	FINX 10001 through FINX 10850, inclusive
Three hundred fifty (350) Union Tank Car Company Plastic Pellet Hopper Railcars	FINX 50001 through FINX 50350, inclusive	FINX 50001 through FINX 50350, inclusive